

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

Form 4

January 19, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Talbot Kevan P

2. Issuer Name and Ticker or Trading Symbol
SPORTSMAN'S WAREHOUSE HOLDINGS, INC. [SPWH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & Secretary

C/O SPORTSMAN'S WAREHOUSE HOLDINGS, INC., 7035 S HIGH TECH DR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIDVALE, UT 84047

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					374,307	I	
							By The Kevan P. Talbot Revocable Trust
Common Stock	01/14/2016		S		9,869	D	\$ 12.82
							50,131
							<u>(1)</u>
							By Pit Stop Properties, LLC <u>(2)</u>
Common Stock	01/15/2016		S		3,731	D	\$ 12.75
							46,400
							I
							By Pit Stop Properties,

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- The reporting person, through his revocable trust, and his wife, through her revocable trust, are the sole general members of Pit Stop Properties, LLC (the "LLC"). The reporting person, his wife and four additional individuals have investor member interests in the LLC.
- (2) The reporting person disclaims beneficial ownership of the Issuer's common stock held by the LLC except to the extent of his pecuniary interest.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.75 to \$12.75, inclusive. The reporting person undertakes to provide to the Issuer and any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.